

155368



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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Auto Colarco Inc.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
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REGISTRATION/QUALIFICATION	
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merger
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58

Ordered By: _____

Date: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AUTO COLORCO, INC., a nonqualified Alabama corp.

INTO

ARNOLD PAINT COMPANY, a Florida corporation, 155368.

File date: March 27, 1998

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
OF
AUTO COLORCO, INC.
INTO
ARNOLD PAINT COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 27 PM 1:30

The undersigned, **Arnold Paint Company**, a Florida corporation (the "Surviving Corporation"), and **Auto Colorco, Inc.**, an Alabama corporation (the "Nonsurviving Corporation"), in compliance with the requirements of the Alabama Business Corporation Law, as amended (hereinafter the "Act"), and desiring to effect a merger of the Nonsurviving Corporation into the Surviving Corporation, and acting by their respective Chairmen, hereby certify the following:

**I.
PLAN OF MERGER**

The Plan of Merger between the Surviving Corporation and the Nonsurviving Corporation (the "Plan of Merger"), containing such information as is required by § 10-2B-11.05 of the Act, is set forth in Exhibit A, which is attached hereto and made a part hereof.

**II.
MANNER OF ADOPTION AND VOTE**

Section 1. Action by Surviving Corporation. The manner of adoption and vote by which the Plan of Merger was approved by the Surviving Corporation is as follows:

- A. **Action by Directors:** The Board of Directors of the Surviving Corporation, by unanimous written consent dated as of March 23, 1998, duly adopted resolutions approving the Plan of Merger, recommending it to the shareholders and directing that it be submitted to a vote of the shareholders.
- B. **Action by Shareholders:** The sole shareholder of the Surviving Corporation, by unanimous written consent dated as of March 23, 1998, approved the Plan of Merger.

Section 2. Action by Nonsurviving Corporation. The manner of adoption and vote by which the Plan of Merger was approved by the Nonsurviving Corporation is as follows:

- A. **Action by Directors.** The Board of Directors of the Nonsurviving Corporation, at a meeting held on March 23, 1998, duly adopted resolutions approving the Plan of Merger, recommending it to the shareholders and directing that it be submitted to a vote of the shareholders.

- B. Action by Shareholders: The sole shareholder of the Nonsurviving Corporation by unanimous written consent, approved the Plan of Merger by the following vote:

Number of Outstanding Shares	1,000
Number of Votes Entitled to be Cast	1,000
Number of Votes Represented at Meeting	1,000
Shares Voting in Favor	1,000
Shares Voted Against	--0--
Shares Abstaining	--0--

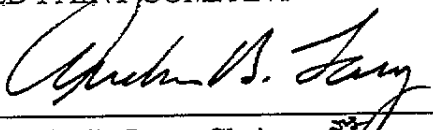
III.
COUNTY OF INCORPORATION

The articles of incorporation of the Non-Surviving Corporation are filed in Madison County.

IN WITNESS WHEREOF, the undersigned, being the President of both the Surviving Corporation and the Nonsurviving Corporation, executes these Articles of Merger and verifies, subject to penalties of perjury, that the statements contained herein are true, this 28th day of March, 1998.

ARNOLD PAINT COMPANY

By:


Andre B. Lacy, Chairman

AUTO COLORCO, INC.

By:

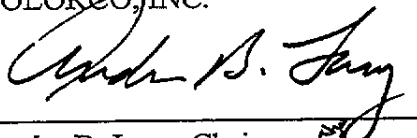

Andre B. Lacy, Chairman

EXHIBIT A

PLAN OF MERGER

This **PLAN OF MERGER** ("Plan") sets forth the terms of the proposed merger of the corporations listed below.

I.

CONSTITUENT CORPORATIONS AND THE MERGER

(a) Arnold Paint Company, a corporation duly organized and validly existing under the laws of the State of Florida, is the Surviving Corporation.

(b) Auto Colorco, Inc., a corporation duly organized and validly existing under the laws of the State of Alabama, is the Nonsurviving Corporation.

(c) The Nonsurviving Corporation and the Surviving Corporation shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the State of Alabama, by the Nonsurviving Corporation merging with and into the Surviving Corporation (the "Merger"), which shall survive the Merger and continue to be a Florida corporation.

II.

EFFECTS OF THE MERGER

At the effective date and time of the Merger which shall take place upon the later of the filing of this Plan with the Florida Secretary of State or the filing of this Plan with the Alabama Secretary of State (the "Effective Date"):

(a) the separate existence of the Nonsurviving Corporation shall cease as provided by the laws of the State of Alabama;

(b) the title to all real estate and other property owned by each of the Surviving Corporation and the Nonsurviving Corporation shall vest in the Surviving Corporation without reversion or impairment; and

(c) the liabilities of each of the Surviving Corporation and the Nonsurviving Corporation shall become the responsibility and liability of the Surviving Corporation.

The Merger shall be treated as a statutory merger within the meaning of Section 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended.

III.
TERMS & CONDITIONS OF MERGER

The consummation of the merger under this Plan is conditioned upon requisite Shareholder approval of this Plan by both the Nonsurviving Corporation and the Surviving corporation.

IV.
MANNER & BASIS OF CONVERTING SHARES

Upon the Effective Date, each issued and outstanding share of the Nonsurviving Corporation shall automatically and by operation of law be cancelled, and all certificates evidencing ownership of such shares shall be surrendered and cancelled and thereafter shall be void and of no effect. Each issued and outstanding share of the Surviving Corporation shall be and remain outstanding in accordance with the terms of such shares as set forth in the Articles of Incorporation and By-Laws of the Surviving Corporation.

V.
ARTICLES OF INCORPORATION AND BY-LAWS

(a) Upon the Effective Date, the Articles of Incorporation of the Surviving Corporation shall constitute the Articles of Incorporation of the Surviving Corporation subject always to the right of the Surviving Corporation to amend the Articles of Incorporation in accordance with the laws of the State of Florida.

(b) Upon the Effective Date, the By-Laws of the Surviving Corporation, as existing and constituted on the Effective Date, shall constitute the By-Laws of the Surviving Corporation, subject always to the right of the Surviving Corporation to alter, amend or repeal the By-Laws in accordance with the laws of the State of Florida, the Articles and the By-Laws.

VI.
DIRECTORS AND OFFICERS

The Board of Directors and officers of the Surviving Corporation in office on the Effective Date shall continue in office as the Board of Directors and officers, respectively, of the Surviving Corporation, each to hold office until his or her successor shall have been elected and qualified or until his or her earlier resignation or removal.